

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
CERTIFICATE RELATIVE TO CORPORATE FILING

NATIONAL LEAD COMPANY(FORMERLY N L INDUSTRIES, INC)

*I, the Secretary of State of the State of New Jersey, do hereby certify that the above named business did on January 27, 1977, file and record in this department a certificate of Certificate of Merger as by the statutes of this state required.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
10th day of October, 1997



LONNA R HOOKS  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

N L INDUSTRIES, INC.

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To: The Secretary of State  
State of New Jersey

THE UNDERSIGNED, of the age of twenty-one years or over, for the purpose of forming a corporation pursuant to the provisions of Title 14A, Corporations, General, of the New Jersey Statutes, do hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation is

N L INDUSTRIES, INC.

SECOND: The purpose or purposes for which the corporation is organized are:

To engage in any activity within the lawful business purposes for which corporations may be organized under the New Jersey Business Corporation Act.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for, in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and

vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by Title 14A, Corporations, General, Revised Statutes of New Jersey, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, and in any part of the world.

The foregoing clauses shall be construed both as objects and powers and, except where otherwise expressed, such objects and powers shall be in nowise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation, but the objects and powers so specified shall be regarded as independent objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of One Dollar (\$1.00) each.

FOURTH: The address of the corporation's initial registered office is 15 Exchange Place, Jersey City, New Jersey 07302, and the name of the corporation's initial registered agent at such address is The Corporation Trust Company.

FIFTH: The number of directors constituting the initial board of directors shall be three (3); and the names and addresses of the directors are as follows:

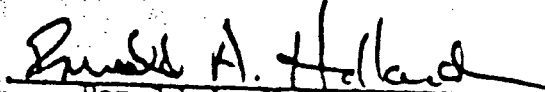
<u>NAMES</u>	<u>ADDRESSES</u>
E. K. WALK	277 Park Avenue, New York, New York 10017
JOSEPH A. BARBERA	277 Park Avenue, New York, New York 10017
E. A. WELLS	277 Park Avenue, New York, New York 10017


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SIXTH: The names and addresses of the incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
RONALD A. HOLLANDER	277 Park Avenue, New York, New York 10017
FRANK SIMMONS	277 Park Avenue, New York, New York 10017
JOSEPH A. VITA	277 Park Avenue, New York, New York 10017

IN WITNESS WHEREOF, we, the incorporators of the above named corporation, have hereunto signed this Certificate of Incorporation on the 28th day of January, 1971.

  
Ronald A. Hollander

  
Frank Simmons

  
Joseph A. Vita



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CERTIFICATE OF MERGER

OF

ENTIN METALS, INC.

INTO

NATIONAL LEAD COMPANY

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To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Title 14A of the Revised  
Statutes of New Jersey, the undersigned corporation hereby executes  
the following Certificate of Merger:

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1. NATIONAL LEAD COMPANY, a corporation organized and existing under the laws of the State of New Jersey and owning all of the outstanding shares of its subsidiary corporation, ENTIN METALS, INC., a California corporation, hereby agrees to the merger of said subsidiary corporation into NATIONAL LEAD COMPANY, which is hereinafter designated as the surviving corporation.

The total authorized capital stock of the surviving corporation shall be one thousand (1,000) shares of Common stock of the par value of One Dollar (\$1.00) each.

The address of the surviving corporation's registered office is 15 Exchange Place, Jersey City, New Jersey 07302. The name of its registered agent at such address is The Corporation Trust Company.

2. The Plan of Merger, attached hereto, was approved by the board of directors of the undersigned corporation.

3. The number of outstanding shares of the subsidiary corporation, parties to the merger, and the number of such shares owned by the parent corporation are as follows:

<u>NAME OF SUBSIDIARY</u>	<u>CLASS</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>NUMBER OF SHARES OWNED BY PARENT</u>
ENTIN METALS, INC.	Common	750	750

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed in its name by its Vice President as of the 30th day of November, 1976.

NATIONAL LEAD COMPANY

By Gray Castle  
Gray Castle, Vice President



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PLAN OF MERGER

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FIRST: NATIONAL LEAD COMPANY, a corporation organized under the laws of New Jersey, shall merge with and into itself and assume the liabilities and obligations of its subsidiary corporation, ENTIN METALS, INC., a California corporation.

The name of the surviving corporation is NATIONAL LEAD COMPANY.

SECOND: The presently issued and outstanding shares of stock of the merging subsidiary corporation, all of which are owned by NATIONAL LEAD COMPANY, the surviving corporation, shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of NATIONAL LEAD COMPANY shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of NATIONAL LEAD COMPANY shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of NATIONAL LEAD COMPANY shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

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FILED & RECORDED

JAN 27 1977

*J. Edward Connel*  
SECRETARY OF STATE

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LICENSE FEE

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CERTIFYING COPY

SEC. OF STATE

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*35.00*

*NL Industries Inc.  
1221 Avenue of the Americas  
NY NY 10020*

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CERTIFICATE OF MERGER

OF

THE BAKER CASTOR OIL COMPANY OF CALIFORNIA *Calif*  
THE BAKER CASTOR OIL COMPANY OF TEXAS *0051341*  
BAROID SALES COMPANY OF CALIFORNIA *Calif*  
CAMBRIDGE NUCLEAR CORPORATION *Del.*  
CAMBRIDGE NUCLEAR LEASING CORPORATION *Del.*  
CAMBRIDGE NUCLEAR MEDICINE, INCORPORATED *Del.*  
COBALT NICKEL REDUCTION COMPANY *Inc.*  
EVANS LEAD CORPORATION *W. Va.*  
FLOATING FLOORS, INC. *N.Y.*  
FRANK PURCELL WALNUT LUMBER CO., INC. *Ind.*  
HOYT METAL COMPANY *Inc.*  
JOHN T. LEWIS AND BROTHERS COMPANY *Pa.*  
MASTER METALS, INC. *Ohio*  
NALTERRA, INC. *Del.*  
NATIONAL PIGMENTS AND CHEMICAL CO. *Mo.*  
NICKEL PROCESSING CORPORATION OF NEW YORK *Del 20961*  
N L INDUSTRIES (PACIFIC) INC. *Del.*  
NU RAD CORPORATION *S.C.*  
AND  
RIDGE MACHINE COMPANY *Ohio*  
INTO  
NATIONAL LEAD COMPANY

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To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Title 14A of the Revised  
Statutes of New Jersey, the undersigned corporation hereby executes  
the following Certificate of Merger:

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1. NATIONAL LEAD COMPANY, a corporation organized and existing under the laws of the State of New Jersey, and owning all of the outstanding shares of the following subsidiary corporations:

NAME OF CORPORATION	STATE OF INCORPORATION
THE BAKER CASTOR OIL COMPANY OF CALIFORNIA	California
THE BAKER CASTOR OIL COMPANY OF TEXAS	Texas Authorized
BAROID SALES COMPANY OF CALIFORNIA	California
CAMBRIDGE NUCLEAR CORPORATION	Delaware
CAMBRIDGE NUCLEAR LEASING CORPORATION	Delaware
CAMBRIDGE NUCLEAR MEDICINE, INCORPORATED	Delaware
COBALT NICKEL REDUCTION COMPANY	Missouri
EVANS LEAD CORPORATION	West Virginia
FLOATING FLOORS, INC.	New York
FRANK PURCELL WALNUT LUMBER CO., INC.	Indiana
HOYT METAL COMPANY	Missouri
JOHN T. LEWIS AND BROTHERS COMPANY	Pennsylvania
MASTER METALS, INC.	Ohio
NALTERRA, INC.	Delaware
NATIONAL PIGMENTS AND CHEMICAL CO.	Missouri
NICKEL PROCESSING CORPORATION OF NEW YORK	Delaware Authorized
N L INDUSTRIES (PACIFIC) INC.	Delaware
NU RAD CORPORATION	South Carolina
RIDGE MACHINE COMPANY	Ohio

hereby agrees to the merger of said subsidiary corporations into NATIONAL LEAD COMPANY, which is hereinafter designated as the surviving corporation.

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The total authorized capital stock of the surviving corporation shall be one thousand (1,000) shares, of Common stock of the par value of One Dollar (\$1.00) each.

The address of the surviving corporation's registered office is 15 Exchange Place, Jersey City, New Jersey 07302, and the name of its registered agent at such address is The Corporation Trust Company.

2. The Plan of Merger, attached hereto, was approved by the board of directors of the undersigned corporation.

3. The number of outstanding shares of the subsidiary corporation, parties to the merger, and the number of such shares owned by the parent corporation is as follows:

NAME OF SUBSIDIARY	CLASS	NUMBER OF SHARES OUTSTANDING	NUMBER OF SHARES OWNED BY PARENT
THE BAKER CASTOR OIL COMPANY OF CALIFORNIA	Common	1,833	1,833
THE BAKER CASTOR OIL COMPANY OF TEXAS	Common	2,500	2,500
BAROID SALES COMPANY OF CALIFORNIA	Common	10	10
CAMBRIDGE NUCLEAR CORPORATION	Common	10	10
CAMBRIDGE NUCLEAR LEASING CORPORATION	Common	10	10
CAMBRIDGE NUCLEAR MEDICINE, INCORPORATED	Common	10	10
COBALT NICKEL REDUCTION COMPANY	Common	5	5

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Name of Subsidiary	Class	Number of Shares Outstanding	Number of Shares Owned By Parent
EVANS LEAD CORPORATION	Common	1,000	1,000
FLOATING FLOORS, INC.	Common	30	30
FRANK PURCELL WALNUT LUMBER CO., INC.	Common	2,750	2,750
HOYT METAL COMPANY	Common	2,500	2,500
JOHN T. LEWIS AND BROTHERS COMPANY	Common	10	10
MASTER METALS, INC.	Common	2,000	2,000
NALTERRA, INC.	Common	10	10
NATIONAL PIGMENTS AND CHEMICAL CO.	Common	10	10
NICKEL PROCESSING CORPORATION OF NEW YORK	Common	10	10
N L INDUSTRIES (PACIFIC) INC.	Common	20,000	20,000
NU RAD CORPORATION	Common	10	10
RIDGE MACHINE COMPANY	Common	250	250

IN WITNESS WHEREOF, the undersigned corporation has  
caused this Certificate of Merger to be executed in its name by its  
Vice President as of the 1st day of October, 1976.

NATIONAL LEAD COMPANY

By Gray Castle  
Gray Castle, Vice President



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## PLAN OF MERGER

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FIRST: NATIONAL LEAD COMPANY, a corporation organized under the laws of New Jersey, shall merge with and into itself and assume the liabilities and obligations of the following subsidiary corporations:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
THE BAKER CASTOR OIL COMPANY OF CALIFORNIA	California
THE BAKER CASTOR OIL COMPANY OF TEXAS	Texas
BAROID SALES COMPANY OF CALIFORNIA	California
CAMBRIDGE NUCLEAR CORPORATION	Delaware
CAMBRIDGE NUCLEAR LEASING CORPORATION	Delaware
CAMBRIDGE NUCLEAR MEDICINE, INCORPORATED	Delaware
COBALT NICKEL REDUCTION COMPANY	Missouri
EVANS LEAD CORPORATION	West Virginia
FLOATING FLOORS, INC.	New York
FRANK PURCELL WALNUT LUMBER CO., INC.	Indiana
HOYT METAL COMPANY	Missouri
JOHN T. LEWIS AND BROTHERS COMPANY	Pennsylvania
MASTER METALS, INC.	Ohio
MALTERRA, INC.	Delaware
NATIONAL PIGMENTS AND CHEMICAL CO.	Missouri
NICKEL PROCESSING CORPORATION OF NEW YORK	Delaware
N L INDUSTRIES (PACIFIC) INC.	Delaware
NU RAD CORPORATION	South Carolina
RIDGE MACHINE COMPANY	Ohio

The name of the surviving corporation is NATIONAL LEAD COMPANY.

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SECOND: The presently issued and outstanding shares of stock of each of the merging subsidiary corporations, all of which are owned by NATIONAL LEAD COMPANY, the surviving corporation shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of NATIONAL LEAD COMPANY shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of NATIONAL LEAD COMPANY shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of NATIONAL LEAD COMPANY shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

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CERTIFICATE OF MERGER

THE BAKER CASTOR OIL COMPANY OF CALIFORNIA CALIF CORP.  
BAROID SALES COMPANY OF CALIFORNIA CALIF CORP.  
CAMBRIDGE NUCLEAR CORPORATION DEL CORP.  
CAMBRIDGE NUCLEAR LEASING CORPORATION DEL CORP.  
CAMBRIDGE NUCLEAR MEDICINE, INCORPORATED DEL CORP.  
COBALT NICKEL REDUCTION COMPANY MO. CORP.  
EVANS LEAD CORPORATION W. VA. CORP.  
FLOATING FLOORS, INC N.Y. CORP.  
FRANK PURCELL WALNUT LUMBER CO., INC IND CORP.  
HOYT METAL COMPANY MO. CORP.  
JOHN T LEWIS AND BROTHERS COMPANY PA. CORP.  
MASTER METALS, INC OHIO CORP.  
NALTERRA, INC DEL CORP.  
NATIONAL PIGMENTS AND CHEMICAL CO. MO. CORP.  
N.L. INDUSTRIES (PACIFIC) INC. S. CAROLINA CORP.  
NU RAD CORPORATION OHIO CORP.  
RIDGE MACHINE COMPANY OHIO CORP.  
ALL ABOVE CORPORATION NOT AUTH IN N.J.  
THE BAKER CASTOR OIL COMPANY OF TEXAS TEXAS CORP. OC 31341  
NICKEL PROCESSING CORPORATION OF NEW YORK DEL. CORP. OC 20961

**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
N L INDUSTRIES, INC.**

(For Use by Domestic Corporations Only)

To: The Secretary of State  
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is N L INDUSTRIES, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 7th day of April, 19 71:

Resolved, that Article 1st of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is NATIONAL LEAD COMPANY

3. The number of shares outstanding at the time of the adoption of the amendment was 1,000. The total number of shares entitled to vote thereon was 1,000.

If the shares of any class or series are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable.)

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively.)

<u>Number of Shares Voting For Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
1,000	0

(If the amendment is accompanied by a reduction of stated capital, the following clause may be inserted in the Certificate of Amendment, in lieu of filing a Certificate of Reduction under Section 14A:7-19, Corporations, General, of the New Jersey Statutes. Omit this clause if not applicable.)

5. The stated capital of the corporation is reduced in the following amount:

\_\_\_\_\_ The manner in which the reduction is effected is as follows:

The amount of stated capital of the corporation after giving effect to the reduction is \$ \_\_\_\_\_. (Must be set forth in dollars.)

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

(Use the following only if an effective date, not later than 30 days subsequent to the date of filing is desired.)

7. The effective date of this Amendment to the Certificate of Incorporation shall be \_\_\_\_\_

Dated this 8th day of April, 19 71

N L INDUSTRIES, INC.

(Corporate Name)

By Joseph A. Barbera

(Signature)

Joseph A. Barbera - Vice President

(Type or Print Name and Title)

(\*May be executed by the chairman of the board, or the president, or a vice-president.)

Fees for filing in Office of the Secretary of State, State House, Trenton, N.J. 08625.

Filing Fee	\$20.00
Recording Fee	
Single page (front and back)	\$ 2.00
Each additional page	\$ 1.00

FILED IN:

CORPORATION TRUST COMPANY  
277 Park Ave., New York City, N.Y.

*noted*

(Domestic Corporations Only)

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF INCORPORATION OF

RECORDED AND FILED

APR 16 1971

*Paul J. ...*  
Secretary of State

FILED AND RECORDED

OFFICE FEE

4.00

20.00

2.00

\$22.00

Recorder's Initials

TRANSACTION NO.:

70679

FOLDER NO.:

5141278

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S141278

N L INDUSTRIES, INC.

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FILED AND RECORDED

JAN 29 1971

*Paul J. Sherrin*  
SECRETARY OF STATE

CERTIFICATE  
OF  
INCORPORATION

LICENSE FEE

*\$10.00*

FILING FEE

*25.00*

RECORDING

*6.00*

48- CERTIFYING COPY

*240.00*

SEC. OF STATE

*\$ 281.00*

Organized under the laws of the  
STATE OF NEW JERSEY

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